

## CHAPTER 3

### MEETINGS AND MINUTES

A school board or AEA board is a state agency as well as a local agency. Its members are elected by the voters of the local school district, or by the boards of the local school district in the case of an AEA, but it operates within a sphere of legal duties, authorizations and limitations which are prescribed by the state legislature.

The stewardship of funds, the keeping of accurate and complete records and the provision for required publications are all obligations of the local board in complying with the law and providing information to the public.

#### School Board Meetings

##### Definitions

A “*meeting*” means a gathering in person or by electronic means, formal or informal, of a majority of the members of a governmental body where there is deliberation or action upon any matter within the scope of the governmental body's policy-making duties. Meetings shall not include a gathering of members of a governmental body for purely ministerial or social purposes when there is no discussion of policy or no intent to avoid the purposes of chapter 21 **(21.2(2))**.

“*Open session*” means a meeting to which all members of the public have access **(21.2(3))**.

A “*governmental body*” means a board of a political subdivision or tax-supported district in this state, or a multimembered body formally and directly created by the board, or an advisory board, advisory commission, advisory committee, task force, or other body created by executive order of the board to develop and make recommendations on public policy issues **(21.2(1))**.

A “*quorum*” means a majority of the members of the board of the AEA **(273.8(5))**.

##### Meetings

Meetings shall be preceded by public notice and shall be held in open session unless closed sessions are expressly permitted by law. Except as provided in section 21.5, all actions and discussions at meetings, whether formal or informal, shall be conducted and executed in open session **(21.3)**.

##### Public Notice

A governmental body shall give notice of the time, date, and place of each meeting, and its tentative agenda, in a manner reasonably calculated to apprise the public of that information. Reasonable notice shall include advising the news media who have filed a request for notice with the governmental body and posting the notice on the bulletin board or other prominent place which is easily accessible to the public and clearly designated for that purpose at the principal office of the body holding the meeting, or if no such office exists, at the building in which the meeting is to be held **(21.4(1))**.

Notice shall be given at least twenty-four hours prior to the commencement of any meeting of a governmental body unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. Each meeting shall be held at a place reasonably accessible to the public, and at a time reasonably convenient to the public, unless for good cause such a place or time is impossible or impractical. Special access to the meeting may be granted to persons with disabilities **(21.4(2)“a”)**.

When it is necessary to hold a meeting on less than twenty-four hours' notice, or at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes **(21.4(2)“b”)**.

An agenda which has been posted more than twenty-four hours prior to a scheduled meeting may be amended to include additional matters only if good cause exists requiring expeditious discussion or action on such matters. In the absence of factors making twenty-four hours notice impossible or impractical, an existing agenda may not be amended within twenty-four hours of a meeting and such matters must be scheduled for future meetings so that the public may receive the prescribed notification **(OAG #79-7-11)**.

If another section of the Code requires a manner of giving specific notice of a meeting, hearing, or an intent to take action by a governmental body, compliance with that section shall constitute compliance with the notice requirements of section 21.4 **(21.4(4))**.

A formally constituted subunit of a parent governmental body may conduct a meeting without notice during a lawful meeting of the parent governmental body, a recess in that meeting, or immediately following that meeting, if the meeting of the subunit is publicly announced at the parent meeting and the subject of the meeting reasonably coincides with the subjects discussed or acted upon by the parent governmental body **(21.4(3))**.

## **Closed Session**

A governmental body may hold a closed session only by affirmative public vote of either two-thirds of the members of the body or all of the members present at the meeting. A governmental body may hold a closed session only to the extent a closed session is necessary for any of the following reasons:

- a. To review or discuss records which are required or authorized by state or federal law to be kept confidential or to be kept confidential as a condition for that governmental body's possession or continued receipt of federal funds.
- b. To discuss application for letters patent.
- c. To discuss strategy with counsel in matters that are presently in litigation or where litigation is imminent where its disclosure would be likely to prejudice or disadvantage the position of the governmental body in that litigation.
- d. To discuss the contents of a licensing examination or whether to initiate licensee disciplinary investigations or proceedings if the governmental body is a licensing or examining board.
- e. To discuss whether to conduct a hearing or hearings to suspend or expel a student, unless an open session is requested by the student or a parent or guardian of the student if the student is a minor.
- f. To discuss the decision to be rendered in a contested case conducted according to the provisions of Chapter 17A.
- g. To avoid disclosure of specific law enforcement matters, such as current or proposed investigations, inspection or auditing techniques or schedules, which if disclosed would enable law violators to avoid detection.
- h. To avoid disclosure of specified law enforcement matters, such as allowable tolerances or criteria for the selection, prosecution or settlement of cases, which if disclosed would facilitate disregard of requirements imposed by law.
- i. To evaluate the professional competency of an individual whose appointment, hiring, performance or discharge is being considered when necessary to prevent needless and irreparable injury to that individual's reputation and that individual requests a closed session.
- j. To discuss the purchase of particular real estate only where premature disclosure could be reasonably expected to increase the price the governmental body would have to pay for that property. The minutes and the tape recording of a session closed under this paragraph shall be available for public examination when the transaction discussed is completed.
- k. To discuss information contained in records in the custody of a governmental body that are confidential records pursuant to section 22.7, subsection 50 **(21.5(1))**.

The vote of each member on the question of holding the closed session and the reason for holding the closed session by reference to a specific exemption shall be announced publicly at the open session and entered in the minutes. A governmental body shall not discuss any business during a closed session which does not directly relate to the specific reason announced as justification for the closed session **(21.5(2))**.

Final action by any governmental body on any matter shall be taken in an open session unless some other provision of the Code expressly permits such actions to be taken in closed session **(21.5(3))**.

A governmental body shall keep detailed minutes of all discussion, persons present, and action occurring at a closed session, and shall also tape record all of the closed session. The detailed minutes and tape recording of a closed session shall be sealed and shall not be public records open to public inspection. However, upon order of the court in an action to enforce Chapter 21, the detailed minutes and tape recording shall be unsealed and examined by the court in camera. The court shall then determine what part, if any, of the minutes should be disclosed to the party seeking enforcement of Chapter 21 for use in that enforcement proceeding **(21.5(4))**.

A governmental body shall keep the detailed minutes and tape recording of any closed session for a period of at least one year from the date of that meeting **(21.5(4))**.

Nothing in section 21.5 requires a governmental body to hold a closed session to discuss or act upon any matter **(21.5(5))**.

Ignorance of the legal requirements of chapter 21 shall be no defense to an enforcement proceeding brought under section 21.6. A governmental body which is in doubt about the legality of closing a particular meeting is authorized to bring suit at the expense of that governmental body in the district court of the county of the governmental body's principal place of business to ascertain the propriety of any such action, or seek a formal opinion of the attorney general or an attorney for the governmental body **(21.6(4))**. The authority which appoints members of governmental bodies shall provide the members with information about open meeting laws and examination of public records. The appropriate commissioner of elections shall provide that information to members of elected governmental bodies **(21.10)**.

Retreats by a governmental body are subject to all requirements of Iowa Code chapter 21 [open meetings] if there is a gathering of a majority of the members where there is deliberation or action upon policy matters within the agency's jurisdiction. If retreats do constitute "meetings" under Iowa Code section 21.2(1), proper notice must be given to the public under section 21.4 and a closed session may only be held to the extent expressly permitted by law **(OAG #93-7-5(L))**.

Advisory bodies created by school boards and county boards of supervisors to develop and make recommendations on public policy issues are included within the expanded definition of governmental bodies subject to the Open Meetings Law **(OAG #93-11-5)**.

## **Rules of Conduct**

The public may use cameras or recording devices at any open session. Nothing in Chapter 21 shall prevent a governmental body from making and enforcing reasonable rules for the conduct of its meetings to assure those meetings are orderly and free from interference or interruption by spectators **(21.7)**.

A person who, having no right or authority to do so, makes or alters any public document, or any instrument which purports to be a public document, or who possesses a seal or any counterfeit seal of the state or of any of its subdivisions [school corporation], or of any officer, employee or agency of the state or of any of its subdivisions [school corporations], commits a class "D" felony **(718.5)**.

Any person who willfully disturbs any deliberative body or agency of the state, or subdivision thereof [school corporation], with the purpose of disrupting the functioning of the body by tumultuous behavior, or coercing by force or the threat of force any official conduct or proceeding, commits a serious misdemeanor **(718.3)**.

An insurrection is three or more persons acting in concert and using physical violence against persons or property, with the purpose of interfering with, disrupting, or destroying the government of the state or any subdivision thereof [school corporation], or to prevent any officer or body from performing its lawful function. Participation in insurrection is a class "C" felony **(718.1)**.

Any person who willfully prevents or attempts to prevent any public officer or employee from performing the officer's or employee's duty commits a simple misdemeanor **(718.4)**.

Any person who falsely claims to be or assumes to act as an elected or appointed officer, or person authorized to act on behalf of the state or any subdivision thereof [school corporation], having no authority to do so, commits an aggravated misdemeanor **(718.2)**.

## **Electronic Meetings**

A governmental body may conduct a meeting by electronic means only in circumstances where such a meeting in person is impossible or impractical and only if the governmental body complies with all the following:

- a. The governmental body provides public access to the conversation of the meeting to the extent reasonably possible.
- b. The governmental body complies with public notice of the meeting. For the purpose of this paragraph, the place of the meeting is the place from which the communication originates or where public access is provided to the conversation.
- c. Minutes are kept of the meeting. The minutes shall include a statement explaining why a meeting in person was impossible or impractical **(21.8(1))**.

A meeting conducted in compliance with the electronic meeting section of the law shall not be considered in violation of the open meeting law **(21.8(2))**.

A meeting by electronic means may be conducted without complying with public access if conducted in accordance with all the requirements for a closed session **(21.8(3))**.

## **Employment Conditions Meetings**

A meeting of a governmental body to discuss strategy in matters relating to employment conditions of employees of the governmental body who are not covered by a collective bargaining agreement under chapter 20 is exempt from chapter 21. "Employment conditions" mean areas included in the scope of negotiations listed in section 20.9 **(21.9)**.

Negotiating sessions, strategy meetings of public employers or employee organizations, mediation and the deliberative process of arbitrators shall be exempt from the provisions of chapter 21 [open meetings]. However, the employee organization shall present its initial bargaining position to the public employer at the first bargaining session. The public employer shall present its initial bargaining position to the employee organization at the second bargaining session, which shall be held no later than two weeks following the first bargaining session. Both sessions shall be open to the public and subject to the provisions of chapter 21. Hearings conducted by arbitrators shall be open to the public **(20.17(3))**.

The terms of a proposed collective bargaining agreement shall be made available to the public by the public employer and reasonable notice shall be given to the public employees by the employee organization prior to a ratification election. The collective bargaining agreement shall become effective only if ratified by a majority of those voting by secret ballot **(20.17(4))**.

## **Minutes of Meetings**

Each board shall adopt by written policy a system for maintaining accurate records. The system shall provide for recording and maintaining the minutes of all board meetings, coding all receipts and expenditures, and recording and filing all reports required by the Iowa Code or requested by the director of the department of education. Financial records of school districts shall be maintained in a manner as to be easily audited according to accepted accounting procedures **(IAC, 281-12.3(1))**. The results of the annual audit of all school district funds conducted by the state auditor or a private auditing firm shall be made part of the official records of the board as described in Iowa Code section 11.6 **(IAC, 281-12.3(8))**.

Each governmental body shall keep minutes of all its meetings showing the date, time and place, the members present, and the action taken at each meeting. The minutes shall show the results of each vote taken and information sufficient to indicate the vote of each member present. The vote of each member present shall be made public at the open session. The minutes shall be public records open to public inspection **(21.3)**.

In a school corporation, the secretary shall keep a complete record of all proceedings of the meetings of the board and of all regular or special elections in the corporation in separate books **(291.6(2))**.

The proceedings of each regular, adjourned, or special meeting of the board, including the schedule of bills allowed, shall be published after the adjournment of the meeting, and the publication of the schedule of the bills allowed shall include a list of claims allowed, including salary claims for services performed. The schedule of bills allowed may be published on a once monthly basis in lieu of publication with the proceedings of each meeting of the board. The list of claims allowed shall include the name of the person or firm making the claim, the purpose of the claim, and the amount of the claim. If the purpose for the claims is the same, two or more claims made by the same vendor, supplier, or claimant, may be consolidated if the number of claims consolidated and the total consolidated claim amount are listed in the statement. However, the board shall provide at its office upon request an unconsolidated list of all claims allowed. Salaries paid to individuals regularly employed by the district shall only be published annually and the publication shall include the total amount of the annual salary of each employee. The secretary shall furnish a copy of the proceedings to be published within two weeks following the adjournment of the meeting **(279.35)**. All bills and salaries for which payments are issued prior to audit and allowance by the board must be passed upon by the board of directors at the next meeting and be entered in the regular minutes of the secretary **(279.30)**.

Iowa law does not prescribe a fixed order of business which must be followed in a school board meeting. Where a board has not already adopted a regular order of business, the following is suggested:

1. Call to order by president or vice-president.
2. Determine that a quorum is present.
3. Reading and approval of minutes of previous meeting.

4. Reading and disposal of bills.
5. Reports of officers and standing committees.
6. Reports of special committees, petitions and communications and disposal of same.
7. Unfinished business.
8. New business.
9. Informational program.
10. Adjournment.

In the minutes for any meeting the following is recommended:

1. Date, time, and place of meeting [required].
2. Kind of meeting-regular, special, adjourned, organizational or annual.
3. By whom called.
4. Who presided.
5. Who served as secretary.
6. Names of members present [required].
7. Record of each motion properly presented, whether adopted or not, with names of persons making and seconding the motion [required]. Motions withdrawn or declared out of order need not be recorded.
8. Record of the number of votes cast for and against each motion. If the vote is unanimous, so stating is sufficient. If the vote is not unanimous or if any member abstained or was recused, the record must contain sufficient information to indicate the vote of each member [required].
9. Summary of important items considered and discussed by the board irrespective of formal action taken.
10. All reports of committees, petitions and communications received and the action taken on each. (Such reports, petitions, etc., should be placed on file and referred to in the minutes for identification.)
11. Identification of all bills audited by the board and a record showing whether such bills were allowed or disallowed.
12. Signature of secretary or acting secretary.
13. Record of approval of minutes by the board and the date of minutes approved.
14. Signature of president and secretary on all approved minutes.
15. File approved minutes in loose-leaf notebook and store in fireproof file or vault.

### **Motion versus Resolution**

Generally a motion proposes that the board take certain action on a matter. It is a statement of direction rather than policy. Motions are made to handle routine business and to conduct meetings.

Resolutions are used for official decisions of the board that take legal effect when they are passed and are more likely to establish policy.

A motion of substance made by a member of the board should be included in the minutes even though it dies for lack of a second (**OAG #75-11-25**).

### **Conflict of Interest**

City council members should exercise great caution whenever a measure involving their employers come before the council for discussion or vote; disclose on the record the facts and general circumstances of their employment or a spouse's employment before the council discusses or otherwise considers any such measure; and consult with the council's attorney before participating in any matter involving a financial benefit unique to the employer. Council members who wish to exercise caution in resolving conflict of interest should abstain from participating in the decision-making process or voting on any resulting award of financial assistance to the employer in order to avoid an appearance of impropriety (**OAG #98-5-3**).

Section 279.7A applies to directors of a school corporation who may only have an ownership interest in a corporation contracting with the school corporation. It also applies to placement of a newspaper advertisement in return for consideration such as a fee or charge. And it also applies to the placement of such advertisements on an as-needed basis (**OAG #97-7-8**).